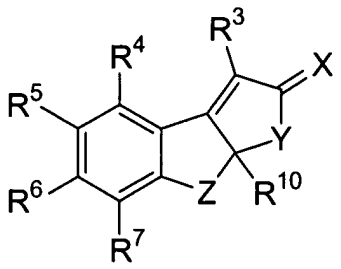
AMENDMENTS TO THE CLAIMS:

The listing of the claims which follows replaces any and all prior versions and/or listings of the claims in the application.

1. (currently amended) A compound of the formula:



wherein X is O~~, N-OR^a, N-NR^{a}R^b or C_{1-6}-alkylidene, wherein said alkylidene group is unsubstituted or substituted with a group selected from hydroxy, amino, O(C_{1-4}alkyl), NH(C_{1-4}alkyl), or N(C_{1-4}alkyl)$_2$,~~

~~or X represents the following two singly bonded substituents, H and OR^a~~;

Y is CR^1R^2, ~~$CH_2CR^1R^2$~~, $CH_2CH_2CR^1R^2$ ~~or $CH_2CR^1R^2CH_2$~~;

Z is CH_2 or CH_2CH_2~~CR^8R^9, $CR^8R^9CH_2$ or $CR^{11}=CR^{12}$, and with the proviso that Y can not be $CH_2CR^1R^2$ when Z is CR^8R^9~~;

R^1 is hydrogen,~~C_{1-6}alkyl~~ C_{1-3}alkyl~~, C_{2-6}alkenyl or C_{2-6}alkynyl, wherein said alkyl, alkenyl and alkynyl groups are either unsubstituted or substituted with a group selected from OR^e, SR^e, NR^{b}R^e, C(=O)R^e, C(=O)CH_2OH, or phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from C_{1-4}alkyl, OH, O(C_{1-4}alkyl), NH_2, NH(C_{1-4}alkyl), N(C_{1-4}alkyl)$_2$, halo, CN, NO_2, CO_2H, CO_2(C_{1-4}alkyl), C(O)H or C(O)(C_{1-4}alkyl)~~;

R^2 is hydrogen, hydroxy~~, iodo, O(C=O)R^e, C(=O)R^e, CO_2R^e,~~ or C_{1-6}~~alkyl~~$_3$alkyl~~, C_{2-6}alkenyl or C_{2-6}alkynyl, wherein said alkyl, alkenyl and alkynyl groups are either unsubstituted or substituted with a group selected from OR^e, SR^e, NR^{b}R^e, C(=O)R^e, C(=O)CH_2OH, or phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from C_{1-4}alkyl, OH, O(C_{1-4}alkyl), NH_2, NH(C_{1-4}alkyl), N(C_{1-4}alkyl)$_2$, halo, CN, NO_2, CO_2H, CO_2(C_{1-4}alkyl), C(O)H or C(O)(C_{1-4}alkyl)~~;

~~or R^1 and R^2, when taken together with the carbon atom to which they are attached, form a carbonyl group;~~

~~or R^1 and R^2, when taken together, form a C_{1-6} alkylidene group, wherein said alkylidene group is either unsubstituted or substituted with a group selected from hydroxy, $O(C_{1-4}alkyl)$, $N(C_{1-4}alkyl)_2$ or phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from C_{1-4}alkyl, OH, $O(C_{1-4}alkyl)$, NH_2, $NH(C_{1-4}alkyl)$, $NH(C_{1-4}alkyl)_2$, halo, CN, NO_2, CO_2H, $CO_2(C_{1-4}alkyl)$, C(O)H or $C(O)(C_{1-4}alkyl)$;~~

R^3 is ~~hydrogen, fluoro,~~ chloro, bromo, ~~iodo,~~ cyano, ~~nitro, NR^aR^e, OR^a, $C(=O)R^a$, CO_2R^e, $CONR^aR^e$, SR^a, $S(=O)R^a$, SO_2R^a,~~ C_{1-10}alkyl, ~~C_{2-10}alkenyl, C_{2-10}alkynyl,~~ C_{3-7}cycloalkyl, ~~C_{5-7}cycloalkenyl, 4-7 membered heterocycloalkyl, (cycloalkyl)alkyl, (heterocycloalkyl)alkyl,~~ aryl, ~~or~~ heteroaryl, ~~arylalkyl or (heteroaryl)alkyl~~, wherein said alkyl, ~~alkenyl, alkynyl,~~ cycloalkyl, ~~cycloalkenyl~~, aryl and heteroaryl groups are either unsubstituted or independently substituted with 1, 2 or 3 groups selected from fluoro, chloro, ~~bromo, iodo~~, cyano, OR^a, ~~NR^aR^e, $O(C=O)R^a$, $O(C=O)NR^aR^e$, $NR^a(C=O)R^e$, $NR^a(C=O)OR^e$, $C(=O)R^a$, CO_2R^a, $CONR^aR^e$, $CSNR^aR^e$, SR^a, $S(O)R^a$, SO_2R^a, $SO_2NR^aR^e$,~~ LR^d or MLR^d ;

R^4 is hydrogen ~~, hydroxy or fluoro~~;

R^5 is hydrogen ~~, hydroxy, amino, methyl, CF_3,~~ or fluoro ~~, chloro or bromo~~;

R^6 is ~~hydrogen, fluoro, chloro, methyl, amino,~~ OR^a ~~, OR^b~~, or $O(C=O)R^c$ ~~, $O(C=O)OR^e$, $NH(C=O)R^e$ or $NH(C=O)OR^e$~~;

R^7 is hydrogen, ~~OR^b, NR^bR^e, fluoro,~~ chloro ~~, bromo, iodo, cyano, nitro, C_{1-6}alkyl, C_{2-6}alkenyl, CF_3 or CHF_2~~ or methyl;

R^8 and R^9 are each ~~independently selected from~~ hydrogen; ~~, fluoro, chloro, C_{1-6}alkyl, C_{2-6}alkenyl or C_{2-6}alkynyl,~~

~~or R^8 and R^9, when taken together with the carbon atom to which they are attached, form a 3-5 membered cycloalkyl ring,~~ or R^8 and R^9, when taken together with the carbon atom to which they are attached, form a carbonyl group;

R^{10} is ~~hydrogen,~~ C_{1-10}alkyl ~~, C_{2-10}alkenyl, C_{2-10}alkynyl, C_{3-6}cycloalkyl, C4-6cycloalkenyl,~~ or (cycloalkyl)alkyl ~~, (cycloalkyl)alkenyl, (cycloalkenyl)alkyl, aryl, heteroaryl, arylalkyl or (heteroaryl)alkyl, wherein said alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, (cycloalkyl)alkyl, (cycloalkyl)alkenyl,~~

~~(cycloalkenyl)alkyl, aryl, heteroaryl, arylalkyl and (heteroaryl)alkyl groups are optionally substituted with a group selected from bromo, iodo, cyano, OR^b, SR^b, $C(=O)R^b$, 1-3 C_{1-3}alkyl, 1-3 chloro or 1-5 fluoro,~~

~~or R^{10} and R^1, when taken together with the two to four intervening carbon atoms to which they are attached, form a 5-6 membered cycloalkyl or cycloalkenyl ring which is optionally substituted with 1-3 groups independently selected from oxo, hydroxy, fluoro, chloro, C_{1-6}alkyl, C_{2-6}alkenyl, C_{2-6}alkynyl, C_{1-6}alkylidenyl, C_{3-6}cycloalkyl, (cycloalkyl)alkyl, phenyl, or phenylalkyl,~~ wherein said alkyl~~, alkenyl, alkynyl, alkylidenyl, cycloalkyl,~~ and (cycloalkyl)alkyl~~, phenyl, and phenylalkyl~~ groups are ~~optionally substituted with a group selected from chloro, bromo, iodo, OR^b, SR^b, C_{1-3}alkyl, $C(=O)R^b$,~~ unsubstituted or substituted with 1-5 fluoro;

~~R^{11} is hydrogen, fluoro and C_{1-4}alkyl;~~

~~R^{12} is hydrogen, fluoro and C_{1-4}alkyl;~~

R^a is hydrogen, C_{1-10}alkyl~~,~~ and phenyl, wherein said alkyl group is optionally substituted with a group selected from hydroxy, amino, $O(C_{1-4}alkyl)$, $NH(C_{1-4}alkyl)$, $N(C_{1-4}alkyl)_2$, phenyl, or 1-5 fluoro, and wherein said phenyl groups can either be unsubstituted or substituted with 1-3 substituents independently selected from C_{1-4}alkyl, OH, $O(C_{1-4}alkyl)$, NH_2, $NH(C_{1-4}alkyl)$, $N(C_{1-4}alkyl)_2$, halo, CN, NO_2, CO_2H, $CO_2(C_{1-4}alkyl)$, C(O)H or $C(O)(C_{1-4}alkyl)$;

R^b is hydrogen, C_{1-10}alkyl, benzyl or phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from C_{1-4}alkyl, OH, $O(C_{1-4}alkyl)$, NH_2, $NH(C_{1-4}alkyl)$, $N(C_{1-4}alkyl)_2$, halo, CN, NO_2, CO_2H, $CO_2(C_{1-4}alkyl)$, C(O)H or $C(O)(C_{1-4}alkyl)$;

R^c is hydrogen, C_{1-10}alkyl or phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from C_{1-4}alkyl, OH, $O(C_{1-4}alkyl)$, NH_2, $NH(C_{1-4}alkyl)$, $N(C_{1-4}alkyl)_2$, halo, CN, NO_2, CO_2H, $CO_2(C_{1-4}alkyl)$, C(O)H or $C(O)(C_{1-4}alkyl)$;
or R^a and R^c, whether or not on the same atom, can be taken together with any attached and intervening atoms to form a 4-7 membered ring;

R^d is NR^bR^c, OR^a, CO_2R^a, $O(C=O)R^a$, CN, $NR^c(C=O)R^b$, $CONR^aR^c$, $SO_2NR^aR^c$ or a 4-9 membered mono- or bi-cyclic N-heterocycloalkyl ring that can be optonally substituted with 1-3 C_{1-3} alkyl and can be optionally interrupted by O, S, NR^c, or C=O;

R^e is hydrogen, C_{1-6}alkyl, C_{2-6}alkenyl, phenyl or phenylalkyl, wherein said alkyl, alkenyl, or phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from C_{1-3}alkyl, OH, O(C_{1-4}alkyl), NH_2, NH(C_{1-4}alkyl), N(C_{1-4}alkyl)$_2$, halo, CN, NO_2, CO_2H, CO_2(C_{1-4}alkyl), C(O)H or C(O)(C_{1-4}alkyl);

L is CR^bR^c, C_{2-6} alkylene or C_{2-6} alkenylene, wherein said alkylene and alkenylene linkers can be optionally interrupted by O, S, or NR^c;

M is O, S, NR^c, C=O, O(C=O), (C=O)O, NR^c(C=O) or (C=O)NR^c;

or a pharmaceutically acceptable salt thereof.

2. (canceled).

3. (canceled).

4. (currently amended) The compound of Claim ~~3~~ 1 wherein ~~X is O~~;

Y is CH_2 or $CH_2CH_2CH_2$;

R^1 is hydrogen;

R^2 is hydrogen;

R^3 is chloro, bromo, cyano, methyl, ethyl, trifluoromethyl, cyclopropyl, phenyl, furyl or thienyl;

R^6 is hydroxy;

R^8 and R^9 are each hydrogen;

an or a pharmaceutically acceptable salt thereof.

5. (original) The compound of Claim 1 selected from the group consisting of:

3-bromo-8a-butyl-6-hydroxy-8,8a-dihydrocyclopenta[*a*]inden-2(1*H*)-one;

(*rac*)-(1*S*,8a*R*)-3-bromo-8a-butyl-6-hydroxy-1-propyl-8,8a-dihydrocyclopenta[*a*]inden-2(1*H*)-one;

1,3a-diethyl-7-hydroxy-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;

3a-butyl-7-hydroxy-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;

1,6-dibromo-3a-butyl-7-hydroxy-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;

1-bromo-3a-butyl-7-hydroxy-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;

6-bromo-3a-butyl-7-hydroxy-1-methyl-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;

3a-butyl-7-hydroxy-1,6-dimethyl-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
3a-butyl-7-hydroxy-1-methyl-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
1-bromo-3a-butyl-6-chloro-8-fluoro-7-hydroxy-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
10a-butyl-7-hydroxy-1,9,10,10a-tetrahydro-3(2*H*)-phenanthrenone;
4-bromo-10a-butyl-7-hydroxy-1,9,10,10a-tetrahydro-3(2*H*)-phenanthrenone;
9a-butyl-2-hydroxy-5-methyl-8,9,9a,10-tetrahydrobenzo[*a*]azulen-6(7*H*)-one;
1-bromo-7-hydroxy-3a-methyl-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
7-hydroxy-1,3a-dimethyl-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
1,6-dibromo-7-hydroxy-3a-methyl-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
6-bromo-7-hydroxy-1,3a-dimethyl-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
1-bromo-3a-ethyl-7-hydroxy-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
3a-ethyl-7-hydroxy-1-methyl-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
1,6-dibromo-3a-ethyl-7-hydroxy-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
1-bromo-7-hydroxy-3a-propyl-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
7-hydroxy-1-methyl-3a-propyl-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
1,6-dibromo-7-hydroxy-3a-propyl-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
1-bromo-6-chloro-3a-ethyl-7-hydroxy -3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
1-bromo-3a-butyl-6-chloro-7-hydroxy-3,3a,4,5-tetrahydro-2*H*-cyclopenta[*a*]naphthalen-2-one;
and the pharmaceutically acceptable salts thereof.

6. (original) A pharmaceutical composition comprising a compound according to Claim 1 and a pharmaceutically acceptable carrier.

7. (original) A pharmaceutical composition made by combining a compound according to Claim 1 and a pharmaceutically acceptable carrier.

8. (original) A process for making a pharmaceutical composition comprising combining a compound according to Claim 1 and a pharmaceutically acceptable carrier.

9 - 20 (canceled)